

U.S. Army NAF Employee Benefits Program

401(k) Savings Plan

Effective 1 January 2001

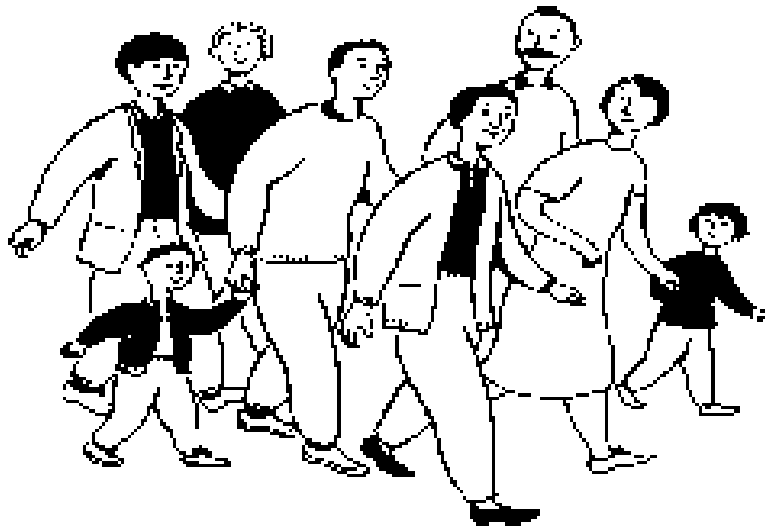


TABLE OF CONTENTS

WHEN YOU JOIN THE SAVINGS PLAN	2
WHO MAY PARTICIPATE	2
WHEN TO JOIN	2
HOW TO JOIN	2
WHAT DOES THE SAVINGS PLAN COST?	2
INVESTMENT OPTIONS	2
RETIREMENT MONEY MARKET	2
U.S. BOND INDEX FUND	3
ASSET MANAGER INDEX FUND	3
U.S. EQUITY INDEX PORTFOLIO	3
GROWTH AND INCOME FUND	3
GROWTH COMPANY FUND	3
OVERSEAS FUND	4
FUND PERFORMANCE AS OF 12/30/2000	4
WHEN PARTICIPATION BEGINS	4
CHANGING PLACEMENT OF YOUR FUNDS	4
CHANGING LEVEL OF PARTICIPATION	4
SUSPENDING PARTICIPATION	4
VESTING IN THE SAVINGS PLAN	5
TERMINATION OF EMPLOYMENT	5
ENTITLEMENT	5
REQUESTING ENTITLEMENT	5
MANDATORY DISTRIBUTION ENTITLEMENT	6
YOUR SAVINGS PLAN ACCOUNT	6
ROLLOVERS	6
FORFEITURE OF EMPLOYER ACCOUNT	6
MAXIMUM CONTRIBUTIONS	6
PROCEDURES FOR REQUESTING BENEFITS	7
FEATURES OF THE SAVINGS PLAN	7
RETIREMENT	7
DISABILITY	7
DEATH	7
PAYMENT OF SAVINGS PLAN CONTRIBUTIONS	8
TAX ADVANTAGES	8
A WORD ABOUT SOCIAL SECURITY, STATE AND LOCAL TAX	8
LOANS BY PHONE	8
HARDSHIP WITHDRAWALS	10
PORTABILITY OF BENEFITS	10

WHEN YOU JOIN THE SAVINGS PLAN

WHO MAY PARTICIPATE

You may elect to participate in the savings plan if you are in an “eligible class.” You are eligible if you are:

- a regular full time or regular part time NAF employee working at least 20 hours a week

AND

- working in one of the 50 United States, the District of Columbia, or Puerto Rico.

HOWEVER:

- if you are working overseas, you must be a U.S. citizen or the spouse or child of a U.S. citizen.

(Employees of the Army-Air Force Exchange Service, “leased employees,” and military personnel may not participate in the savings plan.)

WHEN TO JOIN

- Anyone in an eligible class could join effective 1 January 1992.
- All regular employees are permitted to enroll at anytime. There is no waiting period. Deductions will begin at the beginning of a payperiod.

HOW TO JOIN

You must fill out and sign EBB 401(K) Enrollment Form to join the savings plan. This form is available from your CPO.

WHAT DOES THE SAVINGS PLAN COST?



Your contributions to the savings plan are tax deferred. This means you do not currently pay Federal income tax or state income tax (subject to the laws of the state where you reside) on your contributions. You do pay Social Security, however, on your contributions. You may contribute as little as 1% of your salary and as much as 22%. Special limits apply to highly compensated employees. (See the section entitled *Highly Compensated Employees*.)

Your contributions are withheld from your salary by payroll deduction. You determine how much you wish to contribute to the savings plan and you may change your contributions as often as every bi-weekly pay period, if you wish.

If You Contribute	Your Employer Contributes
1%	1%
2%	2%
3%	2.5%
4-22%	3%

(See *Savings Projections* on pages 15-19)

INVESTMENT OPTIONS AVAILABLE

You decide how to invest your savings plan account from the 7 investment options available:

Retirement Money Market Portfolio.

- Offers an opportunity for preservation of capital and low risk with a nominal return.

Fidelity Retirement Money Market Portfolio is a money market fund, which seeks as high a level of current income as is consistent with the preservation of capital and liquidity. It invests in high quality, short-term money market securities of U.S. and foreign issuers. While the portfolio seeks to maintain a \$1.00 share price, there is no assurance that it will be able to do so. An investment in the

portfolio is not insured or guaranteed by the U.S. government. The portfolio's yield will fluctuate. Retirement Money Market Portfolio is a relatively conservative, low-risk investment.

U.S. Bond Index Fund

- Offers an opportunity to assume greater risk (and potential reward) by way of a managed portfolio of bonds and/or other debt securities.

Fidelity U.S. Bond Index Portfolio is an income fund. It seeks investment results that correspond to the aggregate price and interest performance of the debt securities in the Lehman Brothers Aggregate Bond Index. The fund invests in investment grade (medium to high quality) or similar quality securities, including U.S. Treasury or government securities and corporate bonds. The Aggregate Bond Index is comprised of the Lehman Brothers Government Bond Index, Corporate Bond Index, and Mortgage-Backed Securities Index. Dividend amounts will vary. The Portfolio's share price, yield and return will fluctuate.

Asset Manager Index Fund

- Offers an opportunity to obtain higher total return with greater risk by allocating its assets among domestic and foreign equities, bonds and short-term instruments.

Asset Manager is an asset allocation fund. It seeks high total return with reduced risk over the long term by allocating its assets among domestic and foreign (including emerging markets which involve greater risks) equities, bonds and short-term instruments. The fund may gradually shift its assets among and across these groups, within the following investment parameters; 10-60% in stocks; 20-60% in bonds; and 0-70% in short-term instruments. Over the long term, the Fund's allocation will generally fluctuate around a neutral mix of 40% stocks, 40% bonds, and 20% short-term instruments. Dividend amounts will vary. Share price, yield and return will fluctuate.

U.S. Equity Index Portfolio

- It seeks investment results that correspond to the total return performance of United States' publicly traded common stocks.

The Fidelity U.S. Equity Index Portfolio is a growth and income fund. Total return performance is the combination of capital changes and income. The Portfolio aims to keep transaction costs and other expenses low. It attempts to duplicate the composition and total return of the Standard & Poor's Composite Index of 500 Stocks (S&P 500). Many investments made by Fidelity U.S. Equity Index Portfolio offer the potential for both dividend income and capital appreciation over the long term. Share price and return will vary. You may have a gain or loss when you sell your shares.

Growth and Income Fund

- Offers an opportunity to assume even more risk (and potential reward) by way of a managed portfolio of stocks.

Growth and Income Portfolio is a growth and income fund. It seeks high total return through a combination of current income and capital appreciation. It invests primarily in U.S. And foreign stocks, focusing on those that pay current dividends and offer potential growth of earnings, such as common stocks, securities convertible into common stocks, preferred stocks and fixed-income securities. Dividend amounts will vary. The portfolio's share price and return will fluctuate.

Growth Company Fund

- Offers an opportunity to invest primarily in common stocks and securities convertible into common stock with greater risk.

Growth Company fund is a growth fund. It seeks long-term capital appreciation by investing primarily in common stocks and securities convertible into common stocks. It may invest in companies of any size with above-average growth potential though growth is most often sought in smaller, less well known companies in emerging areas of the economy. The stocks of small companies often involve more risk than those of larger companies. The Fund's share price and return will fluctuate.

Overseas Fund

- Offers and opportunity to invest in foreign securities.

Overseas fund is an international growth fund. It seeks long term capital growth primarily through investments in foreign securities. These investments may include common stock and securities convertible into common stock, as well as debt instruments. Normally, at least 65% of the Fund's total assets will be invested in securities of issuers from at least three different countries outside of North America. It is important to remember that foreign investments pose greater risks and potential rewards than US investments. The risks include political and economic uncertainties of foreign countries as well as the risk of currency fluctuations. The Fund's share price and return will fluctuate.

Your CPO has materials which explain the various funds in greater detail.

Fund Performance as of Dec 30, 2000

Average Annual Total Return % Life of Fund	
Retirement Money Market	5.60%
U.S. Bond Index	8.35%
Asset Manager	12.91%
U.S. Equity Index Portfolio	16.08%
Growth & Income	18.03%
Growth Company	19.55%
Overseas	15.88%

Updated fund performance information is provided to participants every 3 months with statements of account.

WHEN PARTICIPATION BEGINS

After your EBB 401(K) Enrollment Form is processed, you will see a deduction for 401(k) on your earnings and leave statement.

When you join the savings plan, all of your contributions (100%) will be placed in the Retirement Money Market fund. After you see the deduction for the 401(k) savings plan on

your earnings and leave statement, you must call the Fidelity Investments toll free benefits telephone line. They will give you instructions on placing your contributions in the other funds over the phone.

CHANGING PLACEMENT OF YOUR FUNDS

You will receive information on how to go about changing your investment options (the fund into which your contributions are placed) from Fidelity Investments. After you receive the information from Fidelity Investments, you may change your investment options any business day from 8:30 a.m. to 8:00 p.m., E.S.T. by calling Fidelity Investments. All calls are toll free from anywhere in the world.

CHANGING LEVEL OF PARTICIPATION

You may change your level of participation (the percent of pay you deposit in the savings plan) at any time after you see the withholding for the 401(k) plan on your earnings and leave statement. You must use EBB 401(k) Enrollment Form to change your level of participation. This can not be done by phone. See your civilian personnel officer.

SUSPENDING PARTICIPATION

You may suspend your participation in the savings plan and stop making contributions at any time by filling out EBB 401(k) Enrollment Form. Participation is automatically suspended if you terminate employment or if you become ineligible because of a change in employment status.

Suspension of participation also occurs when you enter a Leave Without Pay status (LWOP). Upon returning to a pay status, your 401(k) contributions will continue. You cannot make up lost employee and employer contributions for periods of LWOP.

VESTING IN THE SAVINGS PLAN



When you are vested you are entitled to the value of your employer's contributions to your account when you retire or terminate your employment.

You will be vested:

- After you have been employed as a U.S. Army NAF employee in a regular status for three years, regardless of participation time.
- Upon your death, regardless of your age or the amount of time you have been employed as a regular U. S. Army NAF employee.
- Upon approved disability, regardless of your age or the amount of time you have been employed as a regular U.S. Army NAF employee.
- Upon reaching age 62, regardless of the amount of time you have been employed as a U.S. Army NAF employee.

TERMINATION OF EMPLOYMENT

Your employment may terminate in the following ways: You may quit, be fired or affected by a reduction from a business based action, or you may die.

If you quit, or are fired, or are affected by a reduction, you may:

- Request a lump sum payment of your entitlement to benefits. This payment is subject to 20% Federal withholding tax.
- Elect to delay receipt of a lump sum payment of your entitlement to benefits. You will be assessed the annual record keeping fees (currently \$4.25 per quarter).

- Rollover to an individual IRA. This election is not subject to Federal withholding tax or penalties.

If you die while still employed:

- Your spouse or your beneficiary will receive a death benefit of 100% of the value of your account. If your spouse chooses, he/she is entitled to rollover the balance of your account into an individual IRA.

ENTITLEMENT

Entitlement to benefits consists of:

- If you are vested, 100% of your contributions, those of your employer, investment earnings, and anything in your rollover account.
- If you are not vested, 100% of your contributions, investment earnings on your contributions, and anything in your rollover account. (See the section entitled *Rollovers*.)

REQUESTING YOUR ENTITLEMENT

The only time you may request payment of your entitlement to benefits under the savings plan is when you terminate your employment or retire. You may call Fidelity Investments to request a payout of your account, 30 days after you separate employment. Payouts cannot be processed prior to 30 days after separation.

MANDATORY DISTRIBUTION OF ENTITLEMENT

You must receive your benefits by 1 April following the year in which you reach age 70 1/2 or retire, whichever is LATER.

YOUR SAVINGS PLAN ACCOUNT

If you join the savings plan, the following accounts will be established:

- Your employee account, which will contain your contributions and your earnings from those contributions.
- Your rollover account, if appropriate, which will contain any rollover contribution or transfer from a former employer's qualified 401(k) plan.
- Your employer account, which will contain contributions made by your employer in your name and earnings from those contributions. You must be vested to be entitled to receive anything in this account upon retirement or termination of your employment.

If you participate in the savings plan, you will receive a quarterly statement which gives you a record of your account. This statement will include balances in your employee, employer, and rollover accounts, as well as contributions, changes or transfers you have requested, hardship withdrawals, and earnings or losses.

ROLLOVERS

If you had a qualifying 401(k) type savings plan with a former employer, you may request that the value of that plan be transferred to the rollover account of your NAF savings plan. The former employer's plan must be qualified under, and be exempt from, taxation under IRS rules in order to qualify for transfer to the savings plan.

If you terminate your employment and elect to roll over your distribution to an IRA or other qualified plan, you must do so within the time permitted by law (currently 60 days from the date payment is made) to avoid a 10% tax penalty. If you have reached age 59 1/2, there is no 10% penalty when you receive your distribution, but the distribution is subject to Federal, state and local taxes unless rolled over into an IRA or other qualified plan.

FORFEITURE OF EMPLOYER ACCOUNT AND RESTORATION

- If you terminate your employment, are not vested, and are not re-employed in a regular NAF position within one year of your termination, you forfeit your employer account.
- If however, you are reemployed in an Army NAF position before the end of 5 years after your termination, your employer account will be restored.

MAXIMUM CONTRIBUTIONS

By law the Internal Revenue Service (IRS) sets the maximum amount you may contribute to the savings plan during any calendar year. This limit applies to all deferred contributions you make under this savings plan AND any other tax deferred plan in which you may participate during a calendar year. For 2001, the contribution limit is \$10,500. This amount is adjusted each year by the IRS.

If your total deferred contributions exceed the limit in any calendar year, you are responsible for asking the Benefits Program Manager to return the excess contributions to you. Your request must be made in writing no later than 1 March following the year in which you made the excess contributions. Upon your written request, the Benefits Program Manager must return the excess contributions to you by 15 April. If you do not request that the excess contributions be returned to you, you will be taxed on the excess twice—once in the year of deferral and again when the excess is distributed from the savings plan.

The IRS also sets a limit on the total amount of contributions that both you and your employer may contribute to your account during the plan year. This limit is the lesser of 25% of your compensation or \$30,000.

If your annual base salary is more than 10 times the IRS limit (for example, a salary of more than \$89,940 in 1993, you should keep the annual contribution limit in mind when deciding how much you will contribute to the savings plan each pay period. You could lose the opportunity to receive some employer contributions if you reach the annual maximum too quickly. This is because,

depending on how much you contribute, your employer contributes up to 3% of your basic pay each pay period to your account. If you reach the annual limit before the end of the year, your contributions (and your employer contributions) will stop. As a result, you will not get the full amount of employer contributions that you could receive if your own contributions had been slightly less each pay period, but had continued over every pay period throughout the entire year.

PROCEDURE FOR REQUESTING BENEFITS

You must call Fidelity Investments 30 or more days after you separate employment, if you want a payout of your 401k account. If you would like to leave your balance with Fidelity Investments, you are not required to do anything at separation. Your account will stay where it is.

If you need to request a hardship withdrawal from your 401k account while you are still employed, please call Fidelity Investments. Proof of hardship is the employee's responsibility and must be established in accordance with the IRS guidelines, before a hardship withdrawal may occur.

FEATURES OF THE SAVINGS PLAN

RETIREMENT

When you retire from NAF employment, you will receive a benefit equal to 100% of your entitlement. The 401(k) Benefits Program Manager will give you information about your benefit at that time. If you elect to leave your 401(k) Plan contributions in the Plan with Fidelity Investments Inc. after you separate employment, you will be assessed the quarterly record-keeping fee (currently \$4.25 per quarter). The fee will be deducted from your account each quarter, as long as your account is open.

DISABILITY

If you are disabled, provide medical documentation by your attending physician,

and obtain approval by a qualified medical authority selected by the Benefits Program Manager, you may request a benefit equal to 100% of the value of your entitlement, regardless of how long you have been a regular U.S. Army NAF employee. You will receive payment in a lump sum. EBB Form 766R, which is available from your civilian personnel office or from the Employee Benefits Office, must be used to provide the required medical documentation.

DEATH

- If you die while employed, your spouse or your beneficiary will be entitled to 100% of your entitlement. If your spouse consents to another beneficiary, such consent must be in writing and must be notarized.

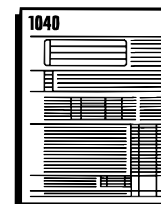
Of course, if you are not married at the time of your death, 100% of your account value will be paid to your beneficiary.

- If you die after terminating employment but before receiving your entitlement, your spouse or your beneficiary will be entitled to 100% of what your entitlement would have been for retirement, disability, or termination of employment as the case may be.

PAYMENT OF SAVINGS PLAN CONTRIBUTIONS

See sections TERMINATION OF EMPLOYMENT, ENTITLEMENT, AND REQUESTING YOUR ENTITLEMENT for information on refunds.

TAX ADVANTAGES



Under the savings plan, you may elect to have your employer make a payroll deduction of a

portion of your salary and contribute this amount directly to the savings plan on your behalf. These contributions are not reported as taxable income for Federal income tax purposes on your W-2 form. Most states, counties, and towns also defer your contributions from their income taxes; but some do not. Your contributions are not exempt from Social Security taxes. Your W-2 form will show you if taxes are deferred by the state, county, city or town where you live.

- Since these contributions reduce your W-2 earnings, the result is an income tax savings for you. For example, if you earn \$20,000 a year, and put 3% of your pay into the savings plan, you pay Federal income taxes on \$19,400, rather than on \$20,000.

You do not pay tax on these contributions until you receive a distribution from the savings plan—usually at retirement—a time when you may be in a lower tax bracket.

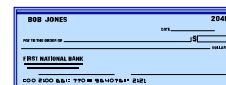
The contributions your employer makes to the savings plan are also tax deferred and are not taxable to you until you receive a distribution. You are, of course, not entitled to your employer's contributions until you are vested.

A WORD ABOUT SOCIAL SECURITY, STATE, AND LOCAL INCOME TAXES

Your contributions to the savings plan reduce your total taxable income. This means that Federal and, usually, state income taxes are reduced, but Social Security taxes are not affected. Even though pre-tax dollars are put into the savings plan, they must be counted in determining your employer's and your Social Security FICA taxes. This allows employees to get credit for full salary toward their Social Security benefits at retirement or if disabled.

In addition there are some states, counties, cities, and towns that tax these contributions in the year earned rather than when distributed from the savings plan.

LOANS BY PHONE



As of October 1, 1996, you can borrow money from your U.S. Army NAF 401(k) Savings Plan account. This process only takes a telephone call to the Investment Manager on the toll free number.

The 401(k) Savings Plan was designed to help you save for retirement. However, we realize that there may be times when you'll need some extra money before you retire. That is why this feature has been added to the Plan, so you can borrow your own money when you really need to.

Who Can Take Out a Loan?

Any active, paid employee of the U.S. Army who is participating in the U.S. Army NAF 401(k) Savings Plan and whose pay is processed by the Central NAF Payroll Office in Texarkana, TX, is eligible to borrow from the Plan.

What Are the Rules to Borrow Money?

- You must have at least \$2,000.00 "vested" in your Plan account
- You can take out only one loan at a time
- You must wait three months from the time you repay one loan until you can take out another loan
- The smallest loan you may take out is \$1,000.00
- The maximum you may borrow is fifty percent of your vested value or \$50,000.00, whichever is less
- You decide how much time you'll need to repay your loan: from one year to five years. (If the loan is for the downpayment on your principal residence, you may elect to repay it in a maximum of fifteen years)

- The interest rate you will pay is usually less than most banks charge: “prime plus 1%”

Do I Need to Pay Back the Money I Borrow?

Yes, the Internal Revenue Service (I.R.S.) requires that you must repay any money you borrow from your 401(k) Savings Plan Account. The I.R.S. establishes these rules and they must be adhered to by the Plan Administrator and the participants of the 401(k) Savings Plan.

Loans will be repaid by having money deducted from your paycheck on the schedule that you determine within the I.R.S. guidelines.

It is important to repay any loans you take out for a number of reasons. First, the I.R.S. requires it. Secondly, repaying a loan saves you a lot of money. If you default on your loan, you'll have to pay additional taxes and penalties. Thirdly, repaying a loan makes sure that any money you borrow is returned to your account so that it is available to earn more money when invested. Lastly, when you return the money you borrow, you make sure that all of your savings are there when you need it at retirement.

When Can I Request a Loan?

Almost anytime of the day or night. The toll free number is open to help you with automated service virtually 24 hours a day, 7 days a week. If you prefer to speak with a retirement services representative, call Monday through Friday between 8:30 a.m. and 8:00 p.m. eastern time.

Can I Still Contribute to the 401(k) Savings Plan While Paying Back a Loan?

Yes, you may continue to contribute to the Plan while you are paying back your loan. There is no participation penalty for loan withdrawals, as there is a participation penalty for hardship withdrawals. If you take a

hardship withdrawal in lieu of a loan, you are not permitted to participate in the 401(k) Plan again until one year after the hardship was withdrawn. Additionally, if you take a hardship withdrawal, the I.R.S. requires you to pay 20% withholding for Federal Income Tax and an additional 10% penalty for early withdrawal. These taxes and penalties do not apply to loans, as long as the loan is paid back in the specified time determined at the time the loan is requested.

HARDSHIP WITHDRAWALS

(You should consider the loan program to avoid the additional 10% early withdrawal penalty required for hardship withdrawals before age 59 1/2.)

Withdrawals are permitted for hardships such as:

- Certain medical expenses for you, your spouse, or your dependents.



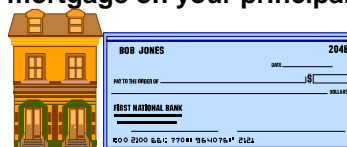
- Purchase (excluding mortgage payments) of your principal residence.



- Payment of tuition for the next semester or quarter of post-secondary education for you, your spouse, or your dependents.



- Payment to prevent eviction from your principal residence or foreclosure on the mortgage on your principal residence.



- Other hardships recognized by the Internal Revenue Service.

If you make a hardship withdrawal, however, you may not make any contributions to the savings plan for 12 months, AND the maximum you may contribute in the year following the year in which you make the withdrawal will be reduced by the amount you contributed in the year you made the withdrawal. For example, if you make a withdrawal in March 2001, you may not contribute to the savings plan until April 2002. In addition, the maximum you are permitted to contribute in 2002 will be reduced by the amount you contributed in January, February, and March 2001.

NOTE: All withdrawals during employment are subject to spousal consent if your total account balance is \$3500 or more.

If you need to apply for a hardship withdrawal, contact the Employee Benefits Office at the address on the back cover of this guide for additional details.

PORTABILITY OF BENEFITS

Certain appropriated fund employees are eligible to participate in the U.S. Army NAF 401(k) Savings Plan, if they meet the eligibility requirements set forth by Public Law 101-508 or Public Law 104-106. If you are eligible to continue participation in the U.S. Army NAF Retirement Plan due to Public Law 101-508 or 104-106, then you are also eligible to participate in the U.S. Army NAF 401(k) Savings Plan. If you sign SF 830-1, making a lifetime election to participate in the U.S. Army NAF Retirement Plan, then you are not ever eligible to participate in the Thrift Savings Plan again, but you may participate in the U.S. Army NAF 401(k) Savings Plan. (See the section entitled *Eligibility* under Retirement Benefits for more